

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ALBERTA SECURITIES COMMISSION

Suite 600, 250 - 5th Street SW
Calgary, Alberta T2P 0R4

Attention: Executive Director

-and to-

BRITISH COLUMBIA SECURITIES COMMISSION

PO Box 10142 Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2

Attention: Executive Director

-and to-

TSX VENTURE EXCHANGE INC.

10th Floor, 300 - 5th Avenue SW
Calgary, Alberta T2P 3C4

Dear Sirs:

Re: HEMOSTEMIX INC. (the "Corporation") - Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 51-102F3 of National Instrument 51-102. Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

1. Reporting Issuer:

Hemostemix Inc.

c/o 730, 1015 - 4th Street SW
Calgary, Alberta T2R 1J4
("Issuer" or "Corporation")

2. Date of Material Change:

April 20, 2016

3. News Release:

The Corporation issued a news release on or about April 20, 2016 through the facilities of Marketwired, a copy of which has also been filed on SEDAR.

4. Summary of Material Change:

The Corporation announced a non-brokered private placement offering of Units.

5. Full Description of Material Change:

Please refer to the press release attached hereto as Schedule "A".

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

No significant facts have been omitted by the report.

8. Executive Officer:

The following senior officer's of the Issuer are knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

Dr. Elmar Burchardt, President and CEO: (617) 500-8401

C.W. (Bill) Baker, Chairman of the Board: (403) 818-7672

Dated at Calgary, Alberta, this 20th day of April, 2016.

HEMOSTEMIX INC.

Per: (Signed) "Charles W. Baker"
Charles W. Baker

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

SCHEDULE "A"

NOT FOR DISSEMINATION TO U.S. WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

HEMOSTEMIX INC.

Hemostemix Announces Non-Brokered Private Placement

April 20, 2016, Toronto, Ontario - Hemostemix Inc. ("Hemostemix" or the "Company") (TSX VENTURE: HEM) (OTCQX: HMTXF) announces it will undertake a non-brokered private placement offering (the "Offering"), which will consist of the issuance of up to 12,500,000 units ("Units") at a price of \$0.40 per Unit, for aggregate maximum gross proceeds of up to CDN \$5,000,000. There is no minimum amount to be raised. Each Unit shall consist of one common share of the Company ("Common Share") and one non-transferable share purchase warrant ("Warrant"). Each whole Warrant will entitle the holder thereof to acquire one additional Common Share at an exercise price of \$0.60 per Warrant, exercisable for a period of twenty-four months from the closing of the Offering. The Offering is expected to close in multiple tranches.

The net proceeds from the Offering will be used to expand the Company's current phase 2 clinical trial involving its lead product, ACP-01, in the United States, Canada and South Africa, to fund important interim analysis of results expected in the fourth quarter of 2016, and for general working capital purposes. The Offering will be completed pursuant to certain exemptions from the prospectus requirement under applicable securities laws. The Offering is open to all existing shareholders of the Company in reliance upon the prospectus exemption described in Multilateral CSA Notice 45-313 Prospectus Exemptions for Distributions to Existing Security Holders and set forth in the various corresponding blanket orders and rules in each of the provinces and territories of Canada (the "Existing Shareholder Exemption"), subject to the terms and conditions therein. The aggregate acquisition cost to a subscriber under the Existing Shareholder Exemption cannot exceed \$15,000 unless that subscriber has obtained advice from a registered investment dealer regarding the suitability of the investment. The Company has fixed April 27, 2016 as the record date for the purpose of determining existing shareholders of the Company who are entitled to participate in the Offering pursuant to the Existing Shareholder Exemption. Subscribers purchasing Units under the Existing Shareholder Exemption will need to represent in writing that they meet certain requirements of the Existing Shareholder Exemption, including that on or before the record date, they became a shareholder of the Company and that they continue to be a shareholder of the Company.

In addition to conducting the Offering pursuant to the Existing Shareholder Exemption, the Offering will also be conducted pursuant to other available prospectus exemptions, including sales to accredited investors and those investors who are relying on investment and suitability advice from an investment dealer.

In the event that the Offering is oversubscribed, the Company may increase the size of the Offering or allocate subscriptions on a pro rata basis in accordance with holdings of existing shareholders as of the record date. In the event that the Offering is oversubscribed and subscribers who are not currently shareholders of the Company wish to subscribe, the Company may increase the size of the Offering or accept subscriptions from the new subscribers and pro rate subscriptions from existing shareholders in accordance with their holdings as of the record date. Existing shareholders are welcome to subscribe for such amount of the Offering as they choose and are not limited to their proportionate share of the Offering. Subscriptions may only be subject to pro-ratation in the event the Offering is oversubscribed. Existing Shareholders who wish to subscribe should contact the Company.

All securities issued under the Offering will be subject to a four-month and one day hold period from the date of issuance in accordance with applicable securities laws. The terms of the Offering are subject to approval of the TSX Venture Exchange.

ABOUT HEMOSTEMIX INC.

Hemostemix is a public clinical-stage biotechnology company that develops and commercializes innovative blood-derived cell therapies for medical conditions not adequately addressed by current treatments. It is the first clinical-stage biotech company to test a stem-cell therapy in an international, multicenter, Phase 2 clinical trial for patients with critical limb ischemia (CLI), a severe form of peripheral artery disease (PAD) caused by reduced blood flow to the legs. The Phase 2 trial targets a participant's diseased tissue with proprietary cells grown from his or her blood that are capable of supporting the formation of new blood vessels. Hemostemix currently enrolls participants in the Phase 2 trial at four sites in South Africa and two sites in Canada. The Company recently received FDA clearance to commence clinical trials in the United States.

Hemostemix Inc. is traded on the TSX Venture Exchange under the trading symbol HEM and on the OTCQX® Best Market under the trading symbol HMTXF. For more information, visit hemostemix.com or email office@hemostemix.com.

For more information, please contact:

Robert Achtymichuk,
Vice President Business Development
Suite 730, 1015 – 4th Street SW
Calgary, Alberta T2R 1J4
Phone: (403) 471-6665
E-Mail: rachtymichuk@hemostemix.com

Neither the TSX Venture Exchange Inc. nor its Regulation Service Provider (as that term is defined under the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This release may contain forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential," and similar expressions, or that events or conditions "will," "would," "may," "could," or "should" occur. Although Hemostemix believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Forward-looking statements are based on the beliefs, estimates, and opinions of Hemostemix management on the date such statements were made. Hemostemix expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

THIS PRESS RELEASE, PROVIDED PURSUANT TO APPLICABLE CANADIAN REQUIREMENTS AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO U.S. PERSONS ABSENT REGISTRATION OR APPLICABLE EXEMPTION FROM REGISTRATION REQUIREMENTS.